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OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 4-8506 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Centennial Energy, LLC  
1860 West Littleton Boulevard  
Littleton, CO 80120]

A description of the railroad equipment covered by the enclosed document is:

19 railcars within the series SHPX 205156 - SHPX 205935 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, consisting of a stylized 'R' followed by a series of loops and a final upward stroke.

✓ Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to Centennial Energy, LLC, a Colorado Limited Liability Company ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **SHPX and/or ACFX**.

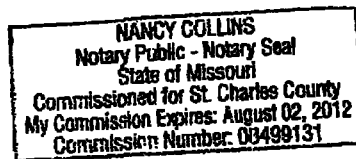
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Centennial Energy, LLC

Contract 4-8506 rider 2 dated 10/30/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205156
	Tank	SHPX	205164
	Tank	SHPX	205181
	Tank	SHPX	205184
	Tank	SHPX	205201
	Tank	SHPX	205212
	Tank	SHPX	205220
	Tank	SHPX	205229
	Tank	SHPX	205262
	Tank	SHPX	205265
	Tank	SHPX	205275
	Tank	SHPX	205881
	Tank	SHPX	205906
	Tank	SHPX	205908
	Tank	SHPX	205911
	Tank	SHPX	205919
	Tank	SHPX	205929
	Tank	SHPX	205931
	Tank	SHPX	205935

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/4/2010



\_\_\_\_\_  
Robert W. Alvord